

# BRAE CORPORATION

RECORDATION NO. 15109 A

Filed & Recorded

6 336A010

VIA HAND DELIVERY

DEC 22 1986 10:05 AM

INTERSTATE COMMERCE COMMISSION

December 16, 1986

Date

File

LOC Washington, D. C.

Ms. Agatha Mergenovich, Secretary  
Interstate Commerce Commission  
12th & Constitution, Room 2215  
Washington, D.C. 20423

Dear Ms. Mergenovich:

Enclosed for filing and recordation pursuant to the provisions of 49 U.S.C. Section 11303 are the following documents:

It is requested that the following documents be filed and recorded under the names of the parties as set forth below. In view of the fact that they relate to the Equipment Lease Agreement dated as of November 18, 1980 between BRAE TRANSPORTATION, INC. (formerly BRAE Corporation) and SANWA CAPITAL MARKETS, INCORPORATED (former CI Transportation Leasing Corporation) previously recorded and assigned recordation number 12426, we request that they be assigned the next available letter designations under that primary number.

1. Three originals and five copies of the THIRD AMENDMENT dated as of April 14, 1986 between BRAE TRANSPORTATION, INC. and SANWA CAPITAL MARKETS, INCORPORATED. The names and addresses of the parties to the transaction evidenced by the document described above are as follows:

BRAE TRANSPORTATION, INC., Four Embarcadero Center, Suite 3100, San Francisco, California 94111 and SANWA CAPITAL MARKETS, INCORPORATED, One South Wacker Drive, 39th Floor, Chicago, Illinois 60606.

2. Three originals and five copies of SCHEDULE II TO COLLATERAL ASSIGNMENT dated as of November 8, 1986 between BRAE TRANSPORTATION, INC. as Assignor and SANWA CAPITAL MARKETS, INCORPORATED as Assignee. This document relates to 12 boxcars AAR Mechanical Designation XM, marked POVA 35024, 25028, 35033, 35038, 35049, 35054, 35062, 35081, 35083, 35088, 35089 & 35097. The names and addresses of the parties to the transaction evidenced by the document described above are as follows:

BRAE TRANSPORTATION, INC., Four Embarcadero Center, Suite 3100, San Francisco, California 94111 and SANWA CAPITAL MARKETS, INCORPORATED, One South Wacker Drive, 39th Floor, Chicago, Illinois 60606.

*Canvassed Mary A. Oster*

12426C

12426D

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3. Three originals and five copies of the COLLATERAL ASSIGNMENT dated as of November, 1986 between BRAE TRANSPORTATION, INC., as Assignor and SANWA CAPITAL MARKETS, INCORPORATED as Assignee. This document relates to 77 boxcars AAR Mechanical Designation XM, marked TOE 5800-5865, 5867-5877. The names and addresses of the parties to the transaction evidenced by the document described above are as follows:

BRAE TRANSPORTATION, INC., Four Embarcadero Center, Suite 3100, San Francisco, California 94111 and SANWA CAPITAL MARKETS, INCORPORATED, One South Wacker Drive, 39th Floor, Chicago, Illinois 60606.

12436 F  
4. Three originals and five copies of the COLLATERAL ASSIGNMENT dated as of November, 1986 between BRAE TRANSPORTATION, INC. as Assignor and SANWA CAPITAL MARKETS, INCORPORATED as Assignee. This document relates to 10 boxcars AAR mechanical Designation XM, marked SBD 161976-161977, 162035-16042. The names and Addresses of the parties to the transaction evidenced by the document described above are as follows:

BRAE TRANSPORTATION, INC., Four Embarcadero Center, Suite 3100, San Francisco, California 94111 and SANWA CAPITAL MARKETS, INCORPORATED, One South Wacker Drive, 39th Floor, Chicago, Illinois 60606.

It is requested that the following document be filed and recorded under the names of the parties as set forth below. In view of the fact that it relates to the MORTGAGE OF RAILROAD ROLLING STOCK AND ASSIGNMENT OF REVENUES AND PROCEEDS dated as of December 1, 1986 between REX RAILWAYS, INC., REX-NORECO, INC. and ML LEASING EQUIPMENT CORP. previously recorded and assigned recordation number 15109, we request that it be assigned the next available letter designation under that primary number.

15109 A  
5. One original and five copies of the RELEASE OF LIEN dated as of December 12, 1986 between REX RAILWAYS, INC., REX-NORECO, INC. and ML LEASING EQUIPMENT, INC.. The names an addresses of the parties to the transaction evidenced by the document described above are as follows:

REX RAILWAYS, INC. and REX-NORECO, INC., 616 Palisade Avenue, Englewood Cliffs, New Jersey 07632, and ML LEASING EQUIPMENT, INC., One Liberty Plaza, 165 Broadway, New York, New York 10080.

I enclose a check in the amount of \$50.00 for the required recordation fees.

Please return: (1) your letter acknowledging the filings, (2) a receipt for the \$50.00 filing fee paid by check drawn on this firm, (3) the enclosed copies of this letter and (4) the originals and four copies of each of the document (retaining one each for your files) all stamped with your official recordation information.

Very truly yours,



Leann Lloyd  
Corporate Secretary and  
Executive Legal Assistant

Enclosures

COPY

RECORDATION NO. 15109-A  
DEC 22 1986 10:05 AM  
INTERSTATE COMMERCE COMMISSION

RELEASE OF LIEN

WHEREAS by a written Mortgage of Railroad Rolling Stock and Assignment of Revenues and Proceeds (hereinafter "Mortgage") dated December 1, 1986 between Rex Railways, Inc. and Rex-Noreco, Inc. (hereinafter collectively the "Mortgagor") and ML Leasing Equipment Corp. (hereinafter the "Mortgagee") ML Leasing Equipment Corp. obtained a security interest in the following:

One hundred seventy-five (175) 70-ton 50' 6" boxcars as further described on Schedule 1 attached hereto and incorporated by reference and any and all revenues and proceeds relating thereto,

and

WHEREAS the Mortgage evidencing such security interest was duly filed with the Interstate Commerce Commission on December 3, 1986 at 10:05 a.m. and assigned recordation number 15109; and

WHEREAS, Mortgagee, being the owner and holder of such security interest, has agreed to release its security described above;

NOW THEREFORE, for valuable consideration received, the Mortgagee has fully released, and hereby does fully release, the above described property from any and all liens, security interests, and other claims it has heretofore held against such property.

EXECUTED this 12th day of December, 1986.

ML LEASING EQUIPMENT CORP.

By: Elizabeth K. Lanier  
Elizabeth K. Lanier  
Attorney-in-Fact

STATE OF OHIO            )  
                              ) SS:  
COUNTY OF HAMILTON)

This instrument was acknowledged before me on this 12th day of December, 1986, by Elizabeth K. Lanier, Attorney-in-Fact, for ML Leasing Equipment Corp., a Delaware corporation, on behalf of said corporation.

David C. Horn  
Notary Public

DAVID C. HORN, Attorney at Law  
NOTARY PUBLIC - STATE OF OHIO  
My Commission has no expiration  
My Commission Expires See Section 147.03 R.C.

\_\_\_\_\_  
(Printed Name of Notary)

SCHEDULE 1

IDENTIFICATION OF BOXCARS

<u>Serial Number of Boxcar</u>	<u>Description</u>
ICG 531718	50'6" XM general purpose unequipped box- car, used, on "as is, where is" basis
CHTT 5141	" "
BAR 5529	" "
BAR 5505	" "
ICG 531730	" "
ICG 531741	" "
CHTT 5297	" "
BAR 5566	" "
ICG 531707	" "
CHTT 5293	" "
BAR 5523	" "
BAR 5557	" "
ICG 531628	" "
ICG 531769	" "
ICG 531762	" "
ICG 531644	" "
ICG 531643	" "
BAR 5580	" "
ICG 531686	" "
CHTT 5134	" "
CHTT 5135	" "
BAR 5562	" "

Serial Number of  
Boxcar

Description

CHTT 5132	" "
CHTT 5131	" "
BAR 5528	" "
ICG 531771	" "
ICG 531724	" "
CHTT 5317	" "
BAR 5527	" "
ICG 531728	" "
ICG 531651	" "
CHTT 5314	" "
BAR 5525	" "
ICG 531622	" "
CHTT 5182	" "
BAR 5508	" "
ICG 531758	" "
CHTT 5174	" "
BAR 5552	" "
BAR 5507	" "
CHTT 5328	" "
CHTT 5329	" "
ICG 531751	" "
CHTT 5169	" "
CHTT 5171	" "
BAR 5506	" "
ICG 531767	" "

Serial Number of  
Boxcar

Description

ICG 531675	" "
ICG 531765	" "
ICG 531650	" "
ICG 531746	" "
ICG 531725(destroyed)	" "
CHTT 5272	" "
BAR 5510	" "
ICG 531700	" "
CHTT 5153	" "
CHTT 5155	" "
BAR 5530	" "
ICG 531764	" "
ICG 531766	" "
BAR 5570	" "
BAR 5576	" "
ICG 531720	" "
CHTT 5054	" "
CHTT 5057	" "
BAR 5588	" "
ICG 531783	" "
CHTT 5078	" "
ICG 531666	" "
CHTT 5068	" "
CHTT 5069	" "
BAR 5596	" "

Serial Number of  
Boxcar

Description

ICG 531691	" "
ICG 531789	" "
CHTT 5380	" "
CHTT 5383	" "
ICG 531632	" "
ICG 531664	" "
ICG 531673	" "
ICG 531779	" "
BAR 5581	" "
BAR 5593	" "
ICG 531716	" "
ICG 531638	" "
BAR 5520	" "
ICG 531799	" "
ICG 531747	" "
CHTT 5147	" "
ICG 531681	" "
ICG 531792	" "
BAR 5514	" "
BAR 5519	" "
ICG 531647	" "
ICG 531677	" "
ICG 531722	" "
BAR 5504	" "
BAR 5549	" "



**Serial Number of  
Boxcar**

**Description**

ICG 531662	"	"
CHTT 5064	"	"
BAR 5587	"	"
BAR 5595	"	"
CHTT 5105	"	"
CHTT 5106	"	"
CHTT 5107	"	"
CHTT 5108	"	"
BAR 5518	"	"
ICG 531674	"	"
ICG 531703	"	"
BAR 5500	"	"
BAR 5532	"	"
ICG 531656	"	"
ICG 531620	"	"
ICG 531706	"	"
BAR 5555	"	"
ICG 531756	"	"
ICG 531780	"	"
BAR 5553	"	"
BAR 5521	"	"
BAR 5564	"	"
CHTT 5208	"	"
ICG 531667	"	"
ICG 531734	"	"

**Serial Number of  
Boxcar**

**Description**

BAR 5559	" "
BAR 5540	" "
ICG 531652	" "
ICG 531659	" "
ICG 531736	" "
CHTT 5207	" "
ICG 531748	" "
CHTT 5304	" "
CHTT 5306	" "
CHTT 5307	" "
ICG 531711	" "
ICG 531763	" "
BAR 5563	" "
BAR 5515	" "
ICG 531665	" "
ICG 531683	" "
BAR 5584	" "
BAR 5579	" "
ICG 531639	" "
CHTT 5303	" "
BAR 5524	" "
BAR 5567	" "
ICG 531786	" "
ICG 531733	" "
CHTT 5240	" "

Serial Number of  
Boxcar

Description

CHTT 5241	" "
ICG 531750	" "
CHTT 5234	" "
BAR 5534	" "
BAR 5565	" "
ICG 531649	" "
ICG 531717	" "
ICG 531727	" "
BAR 5554	" "
ICG 531671	" "
ICG 531745	" "
CHTT 5257	" "
BAR 5522	" "
ICG 531635	" "
ICG 531698	" "
CHTT 5194	" "
BAR 5531	" "
ICG 531696	" "
ICG 531726	" "
ICG 531714	" "
CHTT 5190	" "
ICG 531637	" "
ICG 531773	" "
CHTT 5246	" "
CHTT 5248	" "

Serial Number of  
Boxcar

Description

ICG 531735

" "

CHTT 5242

" "

CHTT 5244

" "

BAR 5516

" "